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ILLINOIS-AMERICAN WATER COMPANY,)
and THAMES WATER AQUA HOLDINGS,)
GmbH)

Docket No. 01-0832

Joint Application For Approval Of Proposed)
Reorganization And Change In Control Of)
Illinois-American Water Company Pursuant To)
Section 7-204 Of The Illinois Public Utilities Act.)

VERIFIED RESPONSE TO EX PARTE COMMUNICATION

This is the response of the Illinois-American Water Company ("Illinois-American" or the "Company") to the ex parte letter ("Letter") sent to the Administrative Law Judge by counsel for the Village of Orland Hills on March 13, 2002. As required by 83 Illinois Administrative Code, § 200.710(d), the Letter was served on all parties by the Administrative Law Judge.

Pursuant to the Order of the Illinois Commerce Commission ("Commission") in Docket 00-0476, Illinois-American acquired the water and wastewater assets of Citizens Utilities Company of Illinois ("CUCI") on January 15, 2002. In conjunction with that acquisition, Illinois-American assumed CUCI's rights and duties under its effective Certificates of Public Convenience and Necessity ("Certificates") issued under Section 8-406 of the Illinois Public Utilities Act ("Act"). 220 ILCS 5/8-406.

The Letter notes correctly that Orland Hills filed a lawsuit against CUCI in Cook County Circuit Court and a complaint at the Commission. Illinois-American has filed Motions seeking to be substituted in each matter for CUCI. In these cases, Orland Hills seeks to require Illinois-American to serve a parcel of property that Orland Hills has annexed without requiring

applicants for service to provide the contributions required by 83 Illinois Administrative Code, Part 600.370 ("Part 600").

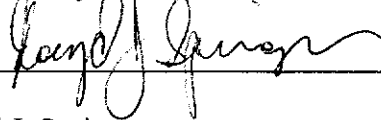
In the Letter, Orland Hills fails to note the following:

(1) The dispute over service to the parcel is entirely unrelated to the transaction proposed in this case. Irrespective of the outcome of this proceeding, Illinois-American will continue to operate as it now does as a subsidiary of American Water Works Company, Inc., and Illinois-American's obligation to provide service will not be affected; and

(2) Illinois-American has indicated its willingness to serve the parcel at issue, but subject to the provisions of Part 600.

Because the issues addressed in the Letter are irrelevant to the transaction proposed in the present case, the Letter should be ignored.

Respectfully submitted,



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Counsel on behalf of Illinois-American Water
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Company, Inc.

Dated: April 8 2002

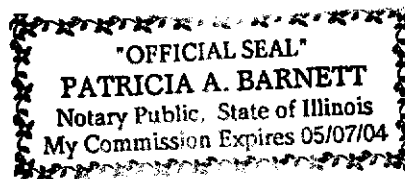
VERIFICATION

I, Terry L. Gloriod, certify that: (i) I am President of Illinois-American Water Company;
(ii) I have read the attached Verified Response to Ex Parte Communication; (iii) I am familiar
with the facts stated therein; and (iv) the facts are true and correct to the best of my knowledge.


Terry L Gloriod

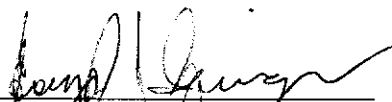
SUBSCRIBED and SWORN to before me
this 8TH day of APRIL, 2002.


Notary



CERTIFICATE OF SERVICE

Boyd J. Springer, an attorney, hereby certifies that he served copies of the Motion for Leave to File Verified Response to Ex Parte Communication and the Verified Response to Ex Parte Communication of Illinois-American Water Company on the individuals shown on the attached Service List, via electronic mail and First Class U. S. mail delivery, postage prepaid and properly addressed, on Tuesday, April 9, 2002.



Boyd J. Springer

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Docket No. 01-0832

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